SETTLEMENT AGREEMENT

This Settlement Agreement is made as of January 16, 2004, by and among: TruePosition, Inc. ("TruePosition"), KSI, Inc. ("KSI"), Allen Telecom L.L.C. ("Allen"), and Andrew Corporation ("Andrew"). TruePosition and KSI are referred to herein collectively as "TruePosition" or "the plaintiffs." Allen and Andrew are referred to herein collectively as "Andrew" or "the defendant."

WHEREAS the plaintiffs filed a lawsuit entitled TruePosition, Inc. and KSI, Inc. v. Allen Telecom Inc., Civil Action No. 01-0823 GMS, in the United States District Court for the District of Delaware ("the Action") against Allen Telecom Inc., the predecessor to Allen Telecom, L.L.C., alleging infringement of U.S. Patents 4,728,959; 6,108,555; 6,119,013; 6,047,192; 6,184,829; 6,281,834; and 6,317,081;

WHEREAS the defendant filed counterclaims seeking a declaratory judgment that TruePosition's patents are invalid, unenforceable, and/or not infringed; alleging infringement of Andrew's U.S. Patent 5,317,323; and asserting antitrust and state law tort claims;

WHEREAS Allen Telecom, Inc. subsequently merged with and into Allen Telecom L.L.C., a wholly-owned subsidiary of Andrew Corporation;

WHEREAS the parties hereto desire to settle and resolve the Action;

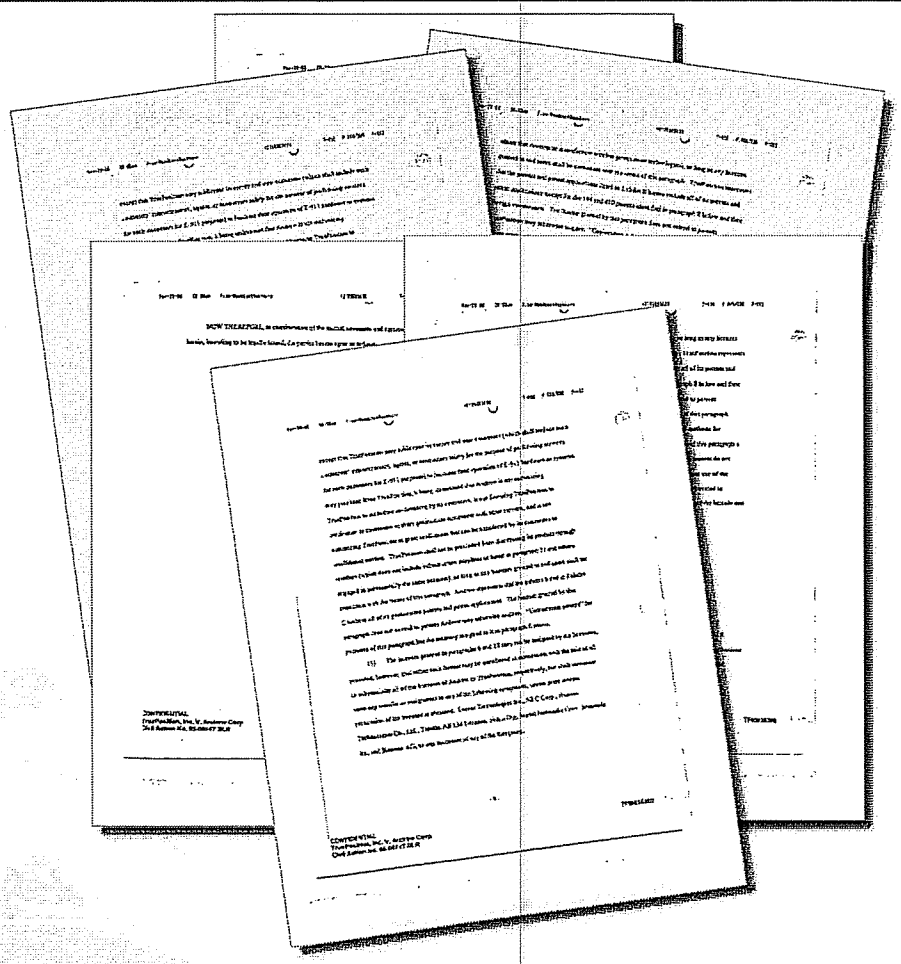
WHEREAS the parties agreed to memorialize their settlement agreement in this formal Settlement Agreement;

EXHIBIT
PX
421
11/29/06 JJ

CONFIDENTIAL
TruePosition, Inc. V. Andrew Corp.
Civil Action No. 05-00747-SLR

TPI0035395

PTX-15



February 2004

TruePosition v. Andrew Settlement Agreement

6) TruePosition hereby grants to Andrew a worldwide non-exclusive license to make, use, offer to sell, sell, and import geolocation equipment under the patents and patent applications listed in Exhibit B hereto, and under all geolocation patents which may issue at any time as a result of any patent application filed by TruePosition within one year of January 16, 2004, including all divisionals, reissues, continuations in part, continuations, and foreign counterparts of such patents. Andrew shall have no right to sublicense under this paragraph,

share geolocation equipment with other carriers, and it not authorizing Andrew to grant sublicenses that can be transferred by its customers to unaffiliated entities. Andrew shall not be precluded from distributing its product through resellers (which does not include infrastructure suppliers as listed in paragraph 11 and others engaged in substantially the same business or

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CONFIDENTIAL
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TPI0035587

[REDACTED] SETTLEMENT AGREEMENT, PAGE 004

granted to end users shall be consistent with the terms of this paragraph. TruePosition represents that the patents and patent applications listed in Exhibit B hereto include all of its patents and patent applications except for the 144 and 410 patents identified in paragraph 8 below and their foreign counterparts. The license granted by this paragraph does not extend to patents

"wireless telephone" is a two-way voice communication device. Geolocation patents do not include (i) patents specifically directed to applications relating to the subsequent use of the determined locations other than for E-911 purposes or (ii) patents specifically directed to wireless telephone functionality and not specifically directed to the generation of the latitude and longitude of wireless telephones.

8) TruePosition hereby covenants not to sue Andrew for infringement of U.S. Patents 5,327,144 ("the 144 patent") and 5,608,410 ("the 410 patent") for domestic applications by Andrew relating solely to tasking E-911 geolocation (*i.e.*, determining the latitude and

TruePosition

AnyPhone AnyWhere™

WIRELESS LOCATION TECHNOLOGY

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longitude of wireless telephones from which a "911" call has been placed), so long as said applications do not enable or permit locations to be performed for any task other than E-911.

9) TruePosition hereby covenants not to sue Andrew for infringement of any patents whatsoever, except as is set forth in the following sentence, for Andrew's manufacture, use, offer for sale or sale of Andrew's existing wireless network overlay "Geometrix" geolocation system.

This covenant does not apply to patents TruePosition may acquire by way of business combination or merger or otherwise acquire from a third party (i) after October 1, 2005, provided that in the event of any such acquisition of a patent after October 1, 2005, TruePosition shall not

a) For purposes of the covenant not to sue set forth in this paragraph, "Andrew's existing wireless network overlay 'Geometrix' geolocation system" refers to the wireless telephone location equipment sold by Allen Telecom, Inc. and Andrew Corporation between July 2001 and January 2004, and means Andrew's wireless telephone location equipment (*i.e.*, TDOA-2, TDOA-4, and AOA Wireless Location

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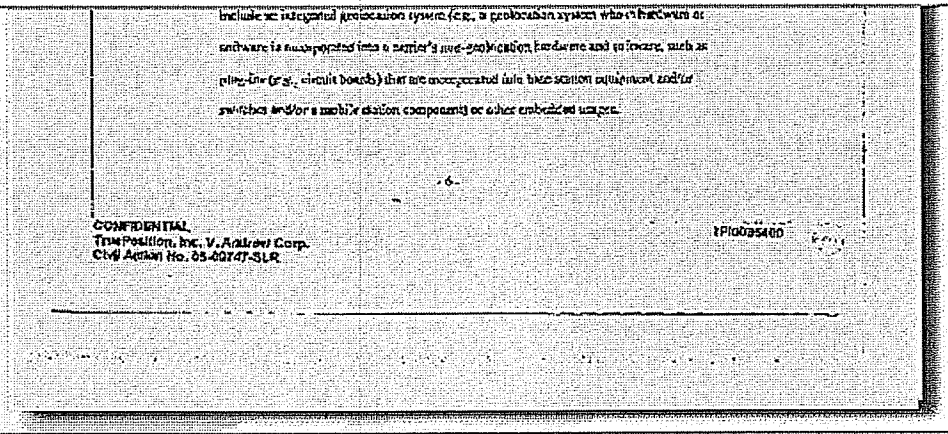
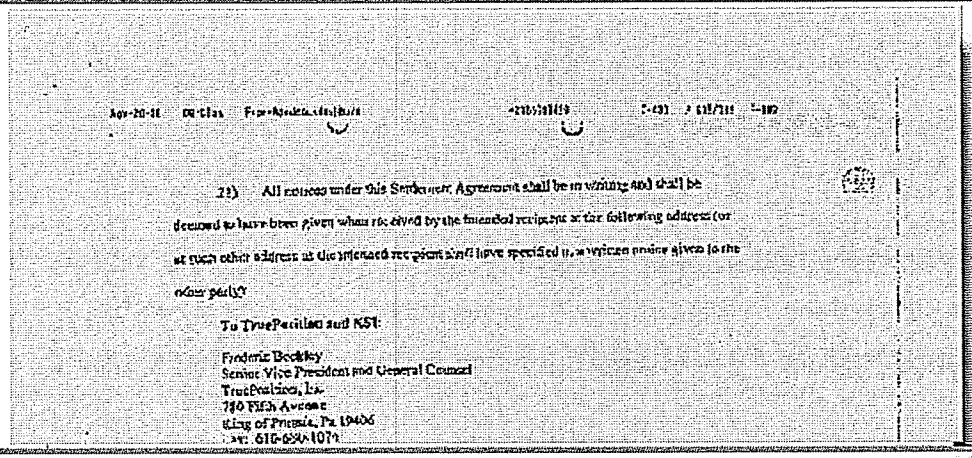
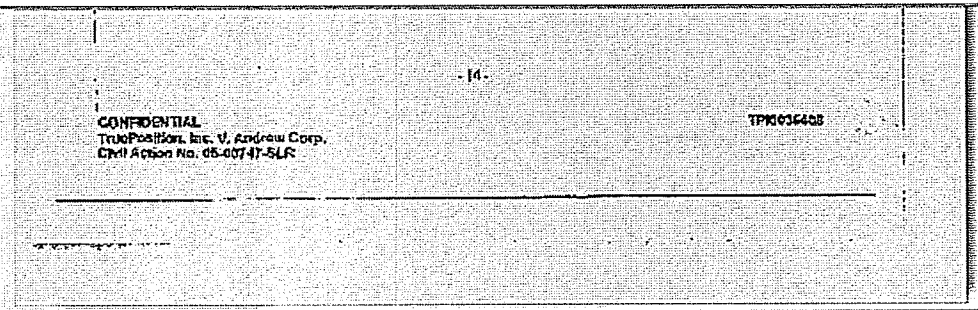
Monitoring Units (AMU's), all installed in an overlay fashion), that determine the latitude and longitude of wireless telephones, by determining TOA, AOA, and/or TDOA of a signal transmitted by a wireless telephone's voice or traffic channel (but not the control channel or access channel signals), that uses any of the: AMPS (800 MHz Band), IDEN (800 MHz Band), TDMA (800 and 1900 MHz Bands), CDMA (800 and 1900 MHz. Bands) or GSM (800 and 1900 MHz. Bands) air interfaces, but not others. The





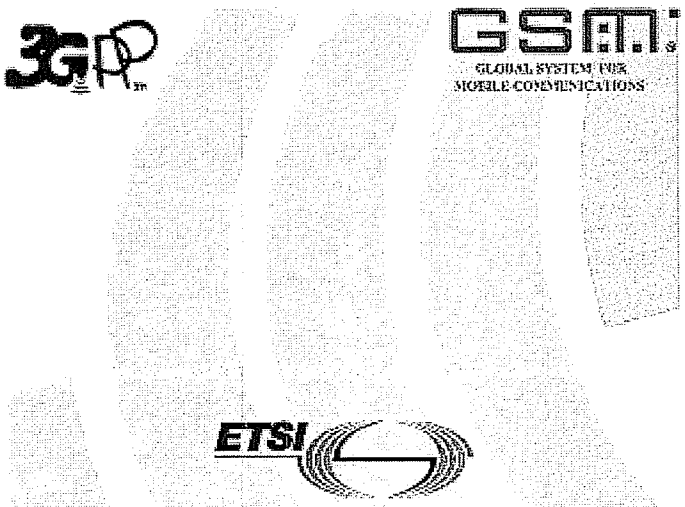
22) The parties agree that no promise, representation or agreement not herein expressed has been made, and this Settlement Agreement (including the Exhibits hereto) contains the entire agreement between the parties with respect to its subject matter, superseding all other prior agreements, written or oral, including without limitation the term sheet dated January 16, 2004.



ETSI TS 143 059 V6.4.0 (2004-11)

Technical Specification

**Digital cellular telecommunications system (Phase 2+);
Functional stage 2 description of
Location Services (LCS) in GERAN
(3GPP TS 43.059 version 6.4.0 Release 6)**



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4.2 Standard LCS Methods

4.2.1 Timing Advance

The TA is based on the existing Timing Advance (TA) parameter. The TA value is known for the serving BTS. To obtain TA values in case the MS is in idle mode a special procedure, not noticed by the GSM subscriber (no ringing tone), is set up. The cell-ID of the serving cell and the TA is returned as the result of the TA.

TA may be used to assist all positioning mechanisms.

4.2.2 Enhanced Observed Time Difference (E-OTD) positioning mechanism

The E-OTD method is based on measurements in the MS of the Enhanced Observed Time Difference of arrival of bursts of nearby pairs of BTSs. For E-OTD measurement synchronization, normal and dummy bursts are used. When the transmission frames of BTSs are not synchronized, the network needs to measure the Real or Absolute Time Differences (RTDs or ATDs) between them. To obtain accurate trilateration, E-OTD measurements and, for non-synchronized BTSs, RTD or ATD measurements are needed for at least three distinct pairs of geographically dispersed BTSs. Based on the measured E-OTD values the location of MS can be calculated either in the network or in the MS itself, if all the needed information is available in MS.

4.2.3 Global Positioning System (GPS) positioning mechanism

The Global Positioning System (GPS) method refers to any of several variants that make use of GPS signals or additional signals derived from GPS signals in order to calculate MS position. These variants give rise to a range of optional information flows between the MS and the network. One dimension of variation is where position calculation is performed at: a) MS-based PCF or b) network-based PCF. Another dimension is whether "assistance data" is required - irrespective of where position calculation is performed. Examples of assistance data include differential GPS data; lists of satellites in view based on approximate MS position, etc. A third dimension of variation is closely related to the preceding, namely, the origin and distribution of any assistance data. For example, even while assistance data may be required of a GPS method, it may be optional that the assistance data originates from and is distributed within and by the PLMN, VPLMN, etc.

4.2.4 Uplink Time Difference of Arrival (U-TDOA) positioning mechanism

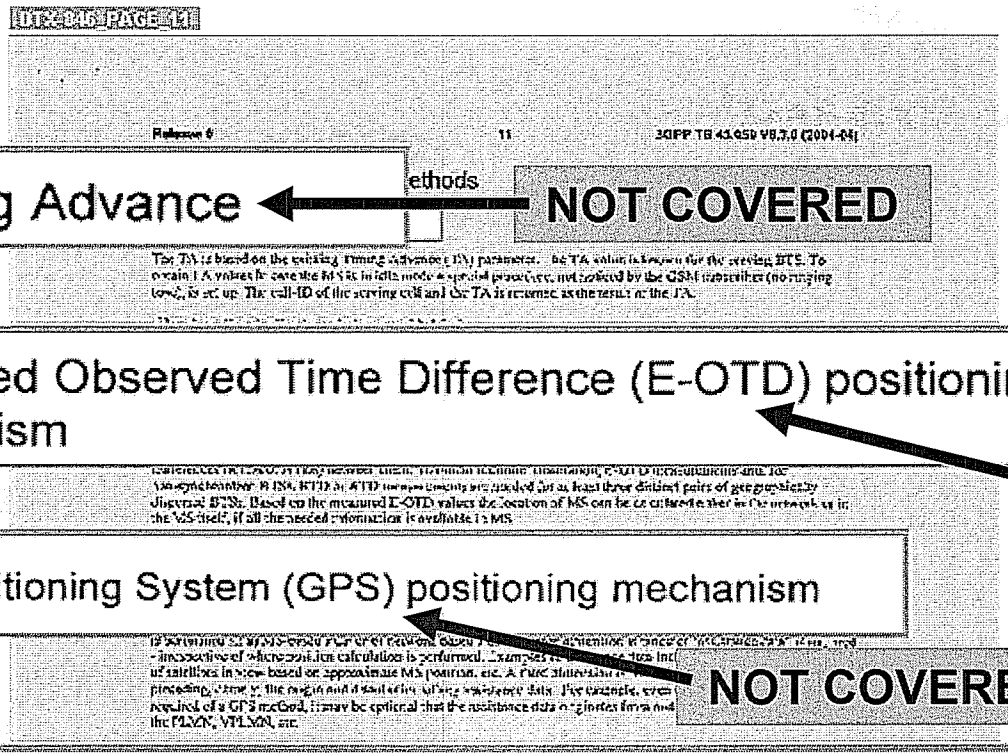
The U-TDOA positioning method is based on network measurements of the Time Of Arrival (TOA) of a known signal sent from the mobile and received at three or more LMUs. The known signal is the normal bursts generated by a mobile while in the dedicated mode; either on the SDCCH or TCH. The method requires LMUs in the geographic vicinity of the mobile to be positioned to accurately measure the TOA of the bursts. Since the geographical coordinates of the measurement units are known, the mobile position can be calculated via hyperbolic trilateration. This method will work with existing mobiles without any modification.

5 GERAN LCS Architecture

Figure 1 shows the general arrangement of the Location Service feature. This illustrates, generally, the relation of LCS Clients and servers in the core network with the GERAN. The definition and operation of LCS entities operating in the core network is outside the scope of the present document. The LCS entities within the GERAN communicate with the Core Network (CN) across the A, Gb and Iu interfaces.

Communication among the GERAN LCS entities makes use of the messaging and signalling capabilities of the GERAN.

As part of their service or operation, the LCS Clients may request the location information of Mobile Station. There may be more than one LCS client. These may be associated with the core network, associated with the GERAN, operated as part of a MS application or accessed by the MS through its access to an application (e.g. through the Internet).



4.2.1 Timing Advance ethods

NOT COVERED

4.2.2 Enhanced Observed Time Difference (E-OTD) positioning mechanism

NOT COVERED

4.2.3 Global Positioning System (GPS) positioning mechanism

NOT COVERED

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SDCCH COVERED

TCH NOT COVERED